

Approved by OMB
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File Number: SES-AMD-INTR2004-02025

FCC APPLICATION FOR SPACE AND EARTH STATION:MOD OR AMD – MAIN FORM FCC 312 MAIN FORM FOR OFFICIAL USE ONLY	FCC Use Only
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APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:

Amendment to Application for T/C of 6 Earth Stations (File No. SEST/C2004062500886)

1-8. Legal Name of Applicant

Name:	New Skies Satellites B.V.	Phone Number:	212-583-5000
DBA Name:		Fax Number:	
Street:	345 Park Avenue	E-Mail:	
City:	New York	State:	NY
Country:	USA	Zipcode:	10154 -
Attention:	Mr. David M Tolley		

9-16. Name of Contact Representative (If other than applicant)

Name:	Mr. Wayne D. Johnsen	Phone Number:	(202) 719-7303
Company:	Wiley Rein & Fielding	Fax Number:	(202) 719-7207
Street:	1776 K Street, NW	E-Mail:	wjohnsen@wrf.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20006-
Contact Title:	Attorney	Relationship:	Legal Counsel

CLASSIFICATION OF FILING

17. Choose the button next to the classification that applies to this filing for both questions a. and b. Choose only one for 17a and only one for 17b.

- ☒ a1. Earth Station
- ☐ a2. Space Station

- (N/A) b1. Application for License of New Station
- (N/A) b2. Application for Registration of New Domestic Receive-Only Station
- ☒ (N/A) b3. Amendment to a Pending Application
- ☐ (N/A) b4. Modification of License or Registration
- b5. Assignment of License or Registration
- b6. Transfer of Control of License or Registration
- ☐ (N/A) b7. Notification of Minor Modification
- (N/A) b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite
- (N/A) b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States
- ☐ (N/A) b10. Other (Please specify)

<p>17c. Is a fee submitted with this application?</p> <p><input checked="" type="radio"/> If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).</p> <p><input type="radio"/> Governmental Entity <input type="radio"/> Noncommercial educational licensee</p> <p><input type="radio"/> Other (please explain):</p>	
<p>17d.</p> <p>Fee Classification CGX – Fixed Satellite Transmit/Receive Earth Station</p>	
<p>18. If this filing is in reference to an existing station, enter:</p> <p>(a) Call sign of station:</p>	<p>19. If this filing is an amendment to a pending application enter both fields, if this filing is a modification please enter only the file number:</p> <p>(a) Date pending application was filed: (b) File number:</p> <p>06/25/2004 SEST/C2004062500886</p>

TYPE OF SERVICE

20. NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s): Select all that apply:

- ☒ a. Fixed Satellite
- ☐ b. Mobile Satellite
- ☐ c. Radiodetermination Satellite
- ☐ d. Earth Exploration Satellite
- ☐ e. Direct to Home Fixed Satellite
- ☐ f. Digital Audio Radio Service
- ☐ g. Other (please specify)

21. STATUS: Choose the button next to the applicable status. Choose only one.

- ☐ Common Carrier ☒ Non-Common Carrier

22. If earth station applicant, check all that apply.

- ☒ Using U.S. licensed satellites
- ☒ Using Non-U.S. licensed satellites

23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filings. Choose one. Are these facilities:

- ☐ Connected to a Public Switched Network ☐ Not connected to a Public Switched Network ☒ N/A

24. FREQUENCY BAND(S): Place an 'X' in the box(es) next to all applicable frequency band(s).

- ☒ a. C-Band (4/6 GHz) ☒ b. Ku-Band (12/14 GHz)
- ☒ c. Other (Please specify upper and lower frequencies in MHz.)

Frequency Lower: Frequency Upper: (Please specify additional frequencies in an attachment)

TYPE OF STATION

25. CLASS OF STATION: Choose the button next to the class of station that applies. Choose only one.

- ☒ a. Fixed Earth Station
- ☐ b. Temporary-Fixed Earth Station
- ☐ c. 12/14 GHz VSAT Network
- ☐ d. Mobile Earth Station
- ☐ e. Geostationary Space Station
- ☐ f. Non-Geostationary Space Station
- ☐ g. Other (please specify)

26. TYPE OF EARTH STATION FACILITY:

- ☒ Transmit/Receive ☐ Transmit-Only ☐ Receive-Only ☐ N/A

"For Space Station applications, select N/A."

PURPOSE OF MODIFICATION

27. The purpose of this proposed modification is to: (Place an 'X' in the box(es) next to all that apply.)

- ☐ a — authorization to add new emission designator and related service
- ☐ b — authorization to change emission designator and related service
- ☐ c — authorization to increase EIRP and EIRP density
- ☐ d — authorization to replace antenna
- ☐ e — authorization to add antenna
- ☐ f — authorization to relocate fixed station
- ☐ g — authorization to change frequency(ies)
- ☐ h — authorization to add frequency
- ☐ i — authorization to add Points of Communication (satellites & countries)
- ☐ j — authorization to change Points of Communication (satellites & countries)
- ☐ k — authorization for facilities for which environmental assessment and radiation hazard reporting is required
- ☐ l — authorization to change orbit location
- ☐ m — authorization to perform fleet management
- ☐ n — authorization to extend milestones
- ☐ o — Other (Please specify)

ENVIRONMENTAL POLICY

28. Would a Commission grant of any proposal in this application or amendment have a significant environmental impact as defined by 47 CFR 1.1307? If YES, submit the statement as required by Sections 1.1308 and 1.1311 of the Commission's rules, 47 C.F.R. 1.1308 and 1.1311, as an exhibit to this application. A Radiation Hazard Study must accompany all applications for new transmitting facilities, major modifications, or major amendments.

☐ Yes ☒ No

ALIEN OWNERSHIP Earth station applicants not proposing to provide broadcast, common carrier, aeronautical en route or aeronautical fixed radio station services are not required to respond to Items 30–34.

29. Is the applicant a foreign government or the representative of any foreign government?

☐ Yes ☒ No ☐ N/A

30. Is the applicant an alien or the representative of an alien?

☐ Yes ☐ No ☒ N/A

31. Is the applicant a corporation organized under the laws of any foreign government?

☐ Yes ☐ No ☒ N/A

32. Is the applicant a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?

☐ Yes ☐ No ☒ N/A

33. Is the applicant a corporation directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?

☐ Yes ☐ No ☒ N/A

34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit an identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote.

BASIC QUALIFICATIONS

35. Does the Applicant request any waivers or exemptions from any of the Commission's Rules?
If Yes, attach as an exhibit, copies of the requests for waivers or exceptions with supporting documents.

☐ Yes ☒ No

36. Has the applicant or any party to this application or amendment had any FCC station authorization or license revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? If Yes, attach as an exhibit, an explanation of circumstances.

☐ Yes ☒ No

37. Has the applicant, or any party to this application or amendment, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court? If Yes, attach as an exhibit, an explanation of circumstances.

☐ Yes ☒ No

38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? If Yes, attach as an exhibit, an explanation of circumstances

☐ Yes ☒ No

39. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceding two items? If yes, attach as an exhibit, an explanation of the circumstances.

☐ Yes ☒ No

40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, address, and citizenship of those stockholders owning a record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the Filer.

41. By checking Yes, the undersigned certifies, that neither applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application"; for these purposes.

☒ Yes ☐ No

42a. Does the applicant intend to use a non-U.S. licensed satellite to provide service in the United States? If Yes, answer 42b and attach an exhibit providing the information specified in 47 C.F.R. 25.137, as appropriate. If No, proceed to question 43.

☒ Yes ☐ No

42b. What administration has licensed or is in the process of licensing the space station? If no license will be issued, what administration has coordinated or is in the process of coordinating the space station? Netherlands

43. Description. (Summarize the nature of the application and the services to be provided). (If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

In connection with the pending Application for Transfer of Control of Six (6) Fixed Earth Stations, File No. SES-T/C-200040625-00886 (filed June 25, 2004), Applicant seeks to notify the Commission of certain non-substantial changes to the ownership structure of New Skies Satellites B.V. (such changes to the ownership structure are more fully described in

Exhibit A

CERTIFICATION

The Applicant waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. The applicant certifies that grant of this application would not cause the applicant to be in violation of the spectrum aggregation limit in 47 CFR Part 20. All statements made in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

44. Applicant is a (an): (Choose the button next to applicable response.)

- ☐ Individual
- ☐ Unincorporated Association
- ☐ Partnership
- ☐ Corporation
- ☐ Governmental Entity
- ☒ Other (please specify)

45. Name of Person Signing
Mr. David M. Tolley

→

46. Title of Person Signing
Managing Director

**WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT
(U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION
(U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).**

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

The public reporting for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD-PER, Paperwork Reduction Project (3060-0678), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to jboley@fcc.gov. PLEASE DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.

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THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

43. Description. (Summarize the nature of the application and the services to be provided).

In connection with the pending Application for Transfer of Control of Six (6) Fixed Earth Stations, File No. SES-T/C-200040625-00886 (filed June 25, 2004), Applicant seeks to notify the Commission of certain non-substantial changes to the ownership structure of New Skies Satellites B.V. (such changes to the ownership structure are more fully described in Exhibit A hereto).

Exhibit A

OWNERSHIP, MANAGEMENT AND CONTROL OF PURCHASER

In Exhibit B of their application for transfer of control,¹ filed on June 25, 2004, Munaro Holding B.V., a Netherlands private company with limited liability – which, on June 28, 2004, was renamed New Skies Satellites B.V.² – (“Purchaser”) and New Skies Satellites N.V. (“New Skies”) (collectively with Purchaser, the “Applicants”) provided the Commission with an overview of Purchaser’s proposed post-closing ownership structure. The purpose of this minor amendment is to inform the Commission of some non-substantial modifications that Purchaser has made to that structure.

As set forth in the application, Purchaser, through a series of holding companies, ultimately would be owned by (1) Blackstone NSS Communications Partners (Cayman) L.P., (2) Blackstone Family Communications Partnership (Cayman) L.P., (3) Blackstone [NSS] Capital Partners (Cayman) IV L.P.,³ (4) Blackstone [NSS] Capital Partners (Cayman) IV-A L.P.,⁴ and (5) Blackstone Family Investment Partnership (Cayman) IV-A L.P., five non-U.S. entities (collectively, the “Blackstone Funds”) affiliated with Blackstone, a leading global investment and advisory firm, through several layers of ownership.⁵ Although there is no change

¹ See New Skies Satellites N.V. and Munaro Holding B.V., Application for Transfer of Control for Six (6) Fixed Earth Stations, File No. SES-T/C-20040625-00886, Ex. B (filed June 25, 2004).

² See Letter from Wayne D. Johnsen, counsel to New Skies Satellites B.V., notifying the Commission of the name change from Munaro Holding B.V. to New Skies Satellites B.V. (filed July 19, 2004).

³ As noted in the application, instead of Blackstone Capital Partners (Cayman) IV L.P., it is possible that the acquiring entity will be Blackstone NSS Capital Partners (Cayman) IV L.P. In either case, the ultimate ownership of the acquiring entity will be the same.

⁴ As noted in the application, instead of Blackstone Capital Partners (Cayman) IV-A L.P., it is possible that the acquiring entity will be Blackstone NSS Capital Partners (Cayman) IV-A L.P. In either case, the ultimate ownership of the acquiring entity will be the same.

⁵ As noted in the application, the asset sale may be achieved through a two-step process, whereby Purchaser acquires shares of a wholly-owned, Dutch subsidiary of New Skies Satellites N.V., which will hold New Skies

to this ultimate ownership, subsequent to the filing of that application, Purchaser has made some minor, non-substantial, modifications to the proposed post-closing ownership structure by eliminating the following three intermediate levels of ownership:

- Neptune I Ltd, Neptune II Ltd, Neptune III Ltd, Neptune IV Ltd, and Neptune V Ltd (collectively, "Neptune I – V"), five Cayman Islands entities which, under the original proposed ownership structure, were to be directly controlled, respectively, by the Blackstone Funds.
- Neptune Holdings GP, a Cayman Islands general partnership which, under the original proposed ownership structure, was to be directly controlled by Neptune I – V.
- Neptune One Holdings Ltd, a Cayman Islands holding company which, under the original proposed ownership structure, was to be directly controlled by Neptune Holdings GP.

The elimination of these three intermediate levels streamlines the overall post-closing ownership structure but does not alter the ultimate ownership or control of the U.S. earth station licenses proposed in the pending application. As set forth in Attachment A, Purchaser would continue to be indirectly controlled by the Blackstone Funds as follows:

- Blackstone NSS Communications Partners (Cayman) L.P.: 70.125%
- Blackstone Family Communications Partnership (Cayman) L.P. 4.875%
- Blackstone [NSS] Capital Partners (Cayman) IV L.P.: 23.3786%
- Blackstone [NSS] Capital Partners (Cayman) IV-A L.P.: 0.3714%⁶
- Blackstone Family Investment Partnership (Cayman) IV-A L.P.: 1.25%

Satellites N.V.'s assets, including all of the capital stock of New Skies Networks, Inc.. Shortly after the transfer to Purchaser, Blackstone intends to liquidate the Dutch subsidiary, leaving Purchaser as the owner of the New Skies Satellites N.V. satellites.

⁶ The two non-U.S. entities who hold the limited partnership interests in this fund also separately became investors in Blackstone NSS Communications Partners (Cayman) L.P. (the "BCOM Fund") as of August 31, 2004 as a result of the purchase of a transferred interest from a U.S. investor. Collectively, they hold an approximately 2% limited partnership interest in the BCOM Fund. As a result of this purchase, non-U.S. limited partners currently hold an aggregate interest of approximately 28% in the BCOM Fund (as opposed to the 26 percent reported in the application). As explained in the application, both entities are based in the same WTO member country.

The percentages by which the Blackstone Funds would indirectly control Purchaser listed above are unchanged from the percentages set forth in the original proposed ownership structure.⁷

The changes described above and depicted in Attachment A do not constitute a “major amendment” under Section 25.116(b) of the Commission’s rules,⁸ and therefore are not subject to the public notice requirements of Section 25.151(a)(4).⁹

⁷ Also as noted in the application, two Blackstone executives, Peter G. Peterson and Stephen A. Schwarzman, both U.S. citizens, will indirectly control all five of the Blackstone Funds through ownership of interests in the ultimate general partners of the Blackstone Funds, Blackstone FI Communications Associates (Cayman) LDC and Blackstone LR Associates (Cayman) IV Ltd. (collectively, the “GP Entities”). (It is anticipated that, prior to closing, Blackstone FI Communications Associates (Cayman) LDC will be re-registered as a Cayman Islands exempted company and a new certificate of incorporation will be issued in the name of Blackstone FI Communications Associates (Cayman) Ltd.)

To elaborate further, at closing the GP Entities will be comprised of two classes of shares (A and B). Mssrs. Peterson and Schwarzman will each own 50 percent of the class A shares of the GP Entities, and have full voting rights with respect to any and all matters presented to shareholders. The class B shares of the General Partnership Entities will be held by certain of Blackstone’s members. Holders of Class B shares will have the power to vote New Skies securities in proportion to the respective individual’s percentage holdings of the total number of class A and B shares. No single individual will hold ten percent or more of the total class A and B shares eligible to vote. Members of Blackstone are selected, and may be removed, by Mssrs. Peterson and Schwarzman. Upon removal, a member must relinquish his or her class B shares in the GP Entities, in accordance with the organizational documents of the GP Entities.

⁸ See 47 C.F.R. § 25.116(b) (identifying the types of amendments deemed to be “major”).

⁹ See 47 C.F.R. § 25.151(a)(4) (requiring public notice only for “major” not “minor” amendments).

Attachment A

